



BellSouth Telecommunications, Inc.

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EXECUTIVE SECRET

August 10, 2001

VIA HAND DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: *Show Cause Proceeding Against Talk.Com, Inc.*
Docket No. 01-00216

Dear Mr. Waddell:

Pursuant to a request from Mr. John Connors, enclosed please find the original and thirteen copies of an Affidavit in support of BellSouth's response to the Subpoena Duces Tecum in Aid of Investigation, which was filed on June 28, 2001.

Cordially,



Joelle Phillips

JP/jej

Enclosure

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**Re: *Show Cause Proceeding Against Talk.Com, Inc.*
 Docket No. 01-00216**

AFFIDAVIT

ROBIN P. MOORE, being first duly sworn, deposes on oath and says:

1. I am an adult resident of the State of Tennessee, and I am employed as a Manager for BellSouth Telecommunications, Inc. ("BellSouth"). I have held this position for nine (9) years. I make this Affidavit upon personal knowledge, experience, and familiarity with BellSouth's systems and documents regularly used in the course of BellSouth's business.

2. Under my supervision, BellSouth provided certain documents to the Tennessee Regulatory Authority in response to the subpoena dated June 21, 2001. Those documents consisted of a microfiche copy of the Local Service Request (LSR) for Purchase Order Number (PON) 24166A. This document evidences that BellSouth received an LSR, via mechanized systems at BellSouth's Local Carrier Service Center (LCSC), on September 25, 2000, from The Other Phone Company (RESH Code 4892). "The Other Phone Company" is also known as Talk.com.

3. The LSR initiated by The Other Phone Company requested a change in local service to The Other Phone Company on account number (901) 642-4077 for customer Beasley Antenna & Satellite, 1801 S. Bell Avenue, Paris, Tennessee, 38242.

4. The records provided in response to the subpoena reflect that Talk.com, doing business as The Other Phone Company, initiated the change in the customer's local service.

FURTHER AFFIANT SAITH NOT.

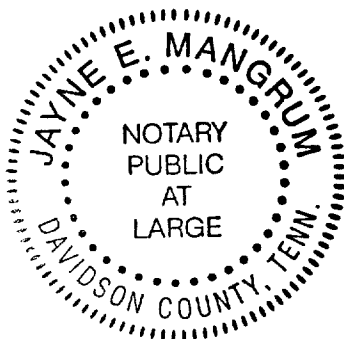
Robin P. Moore
ROBIN P. MOORE

Sworn to and subscribed before me, this 9th day of August, 2001.

Jayne E. Mangrum
Notary Public

My Commission Expires:

11-27-2004



Commission Expires NOV. 27, 2004